

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

FILED

APR 28 2008

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INTERNATIONAL UNION, UNITED
AUTOMOBILE, AEROSPACE, AND
AGRICULTURAL IMPLEMENT
WORKERS OF AMERICA; and BOBBY
HARDWICK, WALTER BERRY,
RAYMOND J. MITCHELL, FAY
BARKLEY, ARLEN BANKS, YVONNE
HICKS, and BRUCE CARRIER on behalf
of themselves and all other persons similarly
situated,

Plaintiffs,

v.

FORD MOTOR COMPANY,

Defendant.

Case No. 2:07-cv-14845
Judge Robert H. Cleland

CLASS ACTION

**[JOINT PROPOSED] ORDER GRANTING JOINT MOTION FOR
PRELIMINARY APPROVAL OF CLASS ACTION
SETTLEMENT AGREEMENT AND PROPOSED CLASS NOTICE**

At a session of said Court held in the Federal Building, City
of Detroit, County of Wayne, and State of Michigan, on
April 28, 2008

PRESENT: Hon. Robert H. Cleland
U.S. District Court Judge

Before the Court is the parties' Joint Motion for Preliminary Approval of Class Action Settlement Agreement and Proposed Class Notice (the "Joint Motion"). Plaintiff International Union, United Automobile, Aerospace, and Agricultural Implement Workers of America ("UAW") and seven individual plaintiffs brought this action to challenge Defendant Ford Motor Company's asserted right to unilaterally terminate or modify retiree health care benefits upon expiration of the

settlement agreement approved by the Court in *Int'l Union, UAW v. Ford Motor Co.*, No. 05-CV-74730, 2006 WL 1984363 (E.D. Mich. Jul. 13, 2006), *aff'd*, 497 F.3d 615 (6th Cir. 2007) ("*Hardwick I*").

The parties have entered into a class action Settlement Agreement resolving all of plaintiffs' claims in this case. On April 7, 2008, the parties filed a Joint Motion seeking preliminary approval of the Settlement Agreement and an order approving notice to the Class in the manner provided at Exhibits 4 and 5 to the parties' Memorandum in Support of the Joint Motion. The Court held a hearing on the joint motion on April 28, 2008. The Court preliminarily approves the proposed Settlement Agreement and proposed class notice.

Accordingly, IT IS ORDERED that:

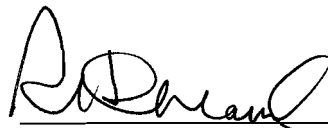
1. The parties' Joint Motion for Preliminary Approval of Class Action Settlement Agreement and Proposed Class Notice is granted;
2. The Settlement Agreement (Exhibit 1 to the memorandum in support of the Joint Motion) is preliminarily approved;
3. Any objections to the Settlement Agreement must be sent, postmarked by June 23, 2008, to the Ford Retiree Health Class Action Administrator, at the address printed in the Individual Notice and the Publication Notice. Any objection to the Settlement Agreement should have this heading: "*Int'l Union, UAW, and Bobby Hardwick, et. al. v. Ford Motor Company*, Case No. 07-14845, Objection to Proposed Settlement Agreement." Class Members are advised in the notice referred to in paragraph 5 below not to send objections to the Court or call the Court.

4. The Court will conduct a hearing, pursuant to Federal Rule of Civil Procedure 23(e)(1)(C), commencing on July 10, 2008 at ___, for the purpose of considering the fairness, reasonableness, and adequacy of the Settlement Agreement and to consider objections to the Settlement Agreement, if any (the "Fairness Hearing"). Other than the parties, no person will be heard at the Fairness Hearing unless that person submits an objection in writing, postmarked on or before June 23, 2008, to the address listed in the Individual Notice and the Publication Notice.
5. Ford shall provide notice, pursuant to Rule 23(e)(1), to the Class of the proposed Settlement Agreement and of the Fairness Hearing. Ford will use its best efforts to send notice to individual Class Members by first class mail in substantially the form set forth in Exhibit 4 of the Brief in support of the Joint Motion by May 15, 2008. To the extent there is more than one class member in a single household, Ford may send a single notice to any such household. The Court grants approval of the joint request of UAW and Class Counsel to enclose a cover letter, in substantially the form set forth in Exhibit 6 to the Brief in Support of the Joint Motion. Ford shall also provide notice by publication, by May 15, 2008, in substantially the form set forth in Exhibit 5 of the Brief in support of the Joint Motion and in the manner stated in the Settlement Agreement.

SO ORDERED,

Date:

APR 28 2008



United States District Judge